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Attorneys for Defendants WELLS FARGO &  
7 COMPANY; WELLS FARGO ADVISORS,  
LLC; and WELLS FARGO ADVISORS  
8 FINANCIAL NETWORK LLC

9 UNITED STATES DISTRICT COURT  
10 NORTHERN DISTRICT OF CALIFORNIA  
11

12 KENNISON WAKEFIELD, individually and  
13 on behalf of all other similarly situated,

14 Plaintiff,

15 vs.

16 WELLS FARGO & COMPANY, WELLS  
FARGO ADVISORS, LLC, AND WELLS  
17 FARGO ADVISORS FINNACIAL  
NETWORK, LLC and DOES 1 through 20,  
18

Defendants.  
19

Case No.

**DECLARATION OF TANDACE MARTZ  
IN SUPPORT OF DEFENDANTS'  
NOTICE OF REMOVAL OF CIVIL  
ACTION PURSUANT TO 28 U.S.C. § 1441**

**COMPLAINT FILED:**  
Alameda County Superior Court  
Case No. RG13697146  
Date File: September 26, 2013

DECLARATION OF TANDACE MARTZ

I, Tandace Martz, declare as follows:

I am over twenty-one years of age. If called upon as a witness, I could and would competently testify to the facts set forth below based on my personal knowledge and/or my review of Wells Fargo information kept in the ordinary course of its business. I make this declaration in support of Defendants' Notice of Removal in the above-captioned action.

1. I am employed by Wells Fargo National Bank, NA as a compensation consultant in Executive Compensation. In my position, I perform work in connection with the administration of the Wells Fargo Advisors, LLC Performance Award Contribution and Deferral Plan.

2. I am informed that a copy of the Wells Fargo Advisors, LLC Performance Award Contribution and Deferral Plan dated April 15, 2011 (the "Plan") is attached to the First Amended Complaint in this matter. As set forth in the Plan, it was designed and intended to be an "unfunded deferred compensation program for a select group of management and other highly compensated employees of the participating employers" and to be "construed, administered and governed in all respects in accordance with the provisions of Employment Retirement Income & Security Act ("ERISA") ... ." (Plan at p. 14.) This type of plan is sometimes called a "Top Hat Plan" which is subject to certain provisions of ERISA.

3. The Plan is, in fact, unfunded. Moreover, I have obtained and reviewed certain information concerning the Plan, its participants and their compensation. That information is kept by Wells Fargo in the ordinary course of its business. In 2011, only about 3,643 individuals out of the approximately 28,055 WFA employees (approximately 12.9%) participated in the Plan. The percentage of Plan participants were even a smaller percentage of all Wells Fargo employees.

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4. The compensation threshold for participating in the Plan in 2011 was \$170,000. The average compensation for individuals participating in the Plan was approximately \$397,000. The average compensation for WFA employees who did not participate in the Plan was approximately \$86,000. Accordingly, the compensation ratio between participants and non-participants exceeds 4 to 1.

I declare under penalty of perjury under the laws of the United States that the foregoing facts are true and correct.

Executed this 28 day of October, 2013 at Charlotte, North Carolina.

Zanday Martz

Tandace Martz